

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D.C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C.

20006-2973

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX

INTERSTATE COMMERCE COMMISSION  
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ICC Washington, D.C.

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are two original executed copies of an Amendment No. 2 dated as of December 1, 1982, a "secondary document" as that term is defined in 49 C.F.R. §1116.1(b). This document amends an Indenture of Trust, Security Agreement and Chattel Mortgage dated as of February 2, 1981, which was duly filed and recorded at 11:35 a.m. on February 5, 1981 and assigned Recordation Number 12867.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Exhibit I attached to this letter and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Lender: Bankers Trust Company, as Loan Trustee  
P.O. Box 318  
Church Street Station  
New York, New York 10015

Debtor: United States Trust Company of New York,  
as Trustee under an Amended Trust Agreement dated as of June 15, 1980, as amended and restated by an Amended and Restated Trust Agreement dated as of February 2, 1981  
45 Wall Street  
New York, New York 10005

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FEE OPERATOR BR.

*Consent of C.T. Kappler*

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission

Page Two

The undersigned is agent of the Lender named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters set forth therein.

Please return the copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006 or the bearer hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

  
Charles T. Kappler

EXHIBIT I

Annex A to  
Indenture

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hopper Railcars:

- (1) Manufacturer: Portec, Inc.  
Number of Cars: 406  
Identifying Marks: (series numbers both inclusive)

Prefix COER: 76580, 76701-76721, 76723-76730,  
76732-76736, and 76858-76882.

Prefix IANR: 76883-76932.

Prefix IRRC: 76693-76700, 76769, 76770, 76775,  
76777-76822, 76827, 76829 and 76830.

Prefix MILW: 101702, 101703, 101706, 101708,  
101709, 101711, 101713, 101715-101718, 101720-101724,  
101727, 101731, 101737, 101739-101741, 101743, 101747,  
101748, 101754-101757, 101759, 101762, 101764, 101765,  
101767, 101768, 101770, 101774, 101775, 101777, 101778,  
101780, 101782, 101786, 101788, 101791, 101793-101795,  
101797, 101798.

Prefix NCOK: 76577-76579, 76581-76592, 76738,  
76741-76743, 76746, 76748, 76753, 76757-76768, 76958-76966,  
76969, 76971, 76972, 76974-76976 and 76979.

Prefix TXNW: 47200-47249, 47252-47310

Prefix XTRX: 76722, 76731 and 76933-76957.

Purchase Agreement: XTRA, Inc. Equipment Purchase  
Order E-2064, dated November 3, 1979, accepted November 3,  
1979 by Railcar Division of Portec, Inc.

- (2) Manufacturer: Richmond Tank Car Company  
Number of Cars: 519  
Identifying Marks: (series numbers both inclusive)

Prefix NCOK: 76191, 76196, 76197, 76202, 76206, 76207, 76209-76211, 76214, 76217, 76219, 76220, 76222, 76227, 76228, 76230-76232, 76234, 76237, 76239, 76246, 76248, 76250, 76262, 76266, 76270, 76271, 76274, 76279, 76281, 76288, 76290, 76295, 76296, 76299, 76301, 76304, 76305, 76312, 76315, 76319, 76321, 76324-76326, 76329, 76330, 76332, 76333, 76335, 76340, 76341, 76344, 76346, 76348, 76352, 76359, 76360, 76364, 76365, 76379, 76381, 76382, 76385, 76388, 76393-76395, 76397, 76401, 76403, 76406, 76408-76412, 76414-76416, 76420, 76424, 76426, 76428, 76431, 76435, 76439, 76444, 76448, 76450, 76451, 76461, 76467-76469, 76474, 76477 and 76479.

Prefix TXNW: 47000-47199, 47250, 47251 and 47311-47399.

Prefix XTRX: 75958-76070, 76072-76082, 76475, 76476, 76478 and 76482.

Purchase Agreement: Letter order of Itel Corporation, dated November 30, 1978, accepted December 11, 1978, by Richmond Tank Car Company, as amended, and as assigned to XTRA, Inc. pursuant to an Assignment, Assumption of Liabilities and Release Agreement, dated as of October 25, 1979, among Itel Corporation, XTRA, Inc. and Richmond Tank Car Company.

- (3) Manufacturer: FMC Corporation, Marine and Rail Equipment Division  
Number of Cars: 87  
Identifying Marks: (series numbers both inclusive)

Prefix XTRX: 76983-76994, 76996-76999, 77010-77019, 77021-77028 and 77030-77082.

Purchase Agreement: XTRA, Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.

AMENDMENT NO. 2 TO INDENTURE OF TRUST,  
 SECURITY AGREEMENT AND CHATTEL MORTGAGE  
 NATIONAL COMMERCE COMMISSION

This AMENDMENT NO. 2 TO INDENTURE OF TRUST, SECURITY AGREEMENT AND CHATTEL MORTGAGE, dated as of December 1, 1982, amending the INDENTURE OF TRUST, SECURITY AGREEMENT AND CHATTEL MORTGAGE, dated as of February 2, 1981 (the "Original Indenture"), as previously amended by Amendment No. 1 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of March 2, 1981 (the "First Indenture Amendment") (the Original Indenture as so amended being sometimes hereinafter referred to as the "Indenture") between Bankers Trust Company, a New York banking corporation, as Loan Trustee (the "Loan Trustee"), and United States Trust Company of New York, a New York corporation, as Trustee (the "Owner Trustee") under an Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Credit Corporation and said Owner Trustee,

W I T N E S S E T H

WHEREAS, in conformity with the provisions of paragraph (b) of Section 8 of the Equipment Lease Agreement, dated as of July 1, 1980 (the "Original Lease"), as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981 (the Original Lease as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., as lessee (the "Lessee"), and the Owner Trustee, as lessor, it is necessary that the Lessee change the identifying marks on various of the Units (as defined in the Indenture);

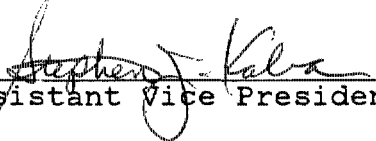
WHEREAS, also in conformity with the provisions of said paragraph (b) of Section 8 of the Lease, the Owner Trustee and the Lessee shall, concurrently herewith, enter into Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982 (the "Fifth Lease Amendment"), which Fifth Lease Amendment amends Schedule A of the Lease so as to reflect accurately the change in identification marks on the Units; and

WHEREAS, it is desirable that the Indenture also be amended so as to describe accurately the Trust Indenture Estate (as defined in the Indenture) so as to preserve fully the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Loan Trustee and the Owner Trustee hereby agree that Annex A to the Indenture is amended to read in its entirety as set forth in Exhibit I hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 2 to Indenture of Trust, Security Agreement and Chattel Mortgage to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES OF TRUST COMPANY  
OF NEW YORK, as Owner Trustee

By   
Assistant Vice President

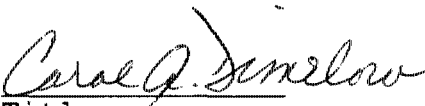
(Seal)

Attest:   
Title: GERARD F. GANEY  
Assistant Secretary

BANKERS TRUST COMPANY,  
as Loan Trustee

By   
Title ASSISTANT VICE PRESIDENT

(Seal)

Attest:   
Title: ASSISTANT SECRETARY

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On the 4<sup>th</sup> day of January, 1983, before me personally came STEPHEN J. KABA, to me known, who, being by me duly sworn, did depose and say that he resides at Highland Lakes, New Jersey; that he is Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

[Notarial Seal]

Federico C. Santos  
Notary Public

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

FEDERICO C. SANTOS  
Notary Public, State of New York  
No. 41-4691650  
Qualified in Queens County  
Commission Expires March 30, 1983

On the 29<sup>th</sup> day of December, 1982, before me personally came Russ Paladino, to me known, who, being by me duly sworn, did depose and say that he resides at 178 MUSCONETCONG AVE; that he is ASSISTANT Vice President of BANKERS TRUST COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

[Notarial Seal]

Phyllis A. Schiffman  
Notary Public  
PHYLLIS A. SCHIFFMAN  
Notary Public, State of New York  
No. 31-4752350  
Qualified in New York County  
Commission Expires March 30, 1983

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